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**Americas
International**
Trade & Investment Corp.

P.O.
TALLAH

1110 Brickell Ave. / Suite 512 / Miami, Florida 33131

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAY 15 1997

Examiner's Initials	
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ARTICLES OF INCORPORATION

OF

AMERICAS MEDISOURCE, INC.

ARTICLE 1 – Name and Address

The name, address and principal of business of this corporation (the "Company") is :

AMERICAS MEDISOURCE, INC.
1110 Brickell Avenue
Suite 803
Miami, FL 33131

Article II – Purpose

The Company is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business of transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III – Capital Stock

The Company is authorized to issue 1,000 shares of common stock, par value US\$1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

Article IV – Initial Registered Office and Agent

The street address of the initial office of the Company is :

1110 Brickell Avenue
Suite 803
Miami, FL 33131

and the name of the initial registered agent of the Company at such address is Nicolás Aguirre.

Article V – Incorporator

The name and address of the initial incorporator of the Company is :

Nicolás Aguirre
1110 Brickell Avenue
Suite 803
Miami, FL 33131

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Article VI – Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director is as follows :

Nicolás Aguirre
1110 Brickell Avenue
Suite 803
Miami, FL 33131

Article VII – Officers

The name and address of the initial officer of the Company, who shall hold such office until his successor for such office shall have been duly elected and qualified, are :

President and Nicolás Aguirre
Treasurer 1110 Brickell Avenue
Suite 803
Miami, FL 33131

Article VIII – Subscribers


The names and post office address of each of the subscribers to these Articles of Incorporation and the number of stock which each subscriber agrees to take, are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Nicolás Aguirre	1110 Brickell Avenue Suite 803 Miami, FL 33131	500

Articles XII – Duration

The duration of the Company is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of April, 1997.


Nicolás Aguirre
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for **AMERICAS MEDISOURCE, INC.** at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1993).

Dated this 24th day of April, 1997

By /s/ Nicolás Aguirre
Registered Agent

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared : Nicolás Aguirre, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami , said County and State, this 24th day of April, 1997.



 **ARELYS FLORES**
COMMISSION # CC 438347
EXPIRES FEB 12, 1999
DONATED THRU
ATLANTIC BONDING CO., INC.
Notary Public State of Florida